

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 12b-25  
NOTIFICATION OF LATE FILING

SEC FILE NUMBER: 1-7724

(Check One):

☐ Form 10-K and Form 10-KSB      ☐ Form 20-F      ☒ Form 11-K  
☒ Form 10-Q and Form 10-QSB      ☐ Form N-SAR

For Period Ended: June 28, 1997

☐ Transition Report on Form 10-K  
☐ Transition Report on Form 20-F  
☐ Transition Report on Form 11-K  
☐ Transition Report on Form 10-Q  
☐ Transition Report on Form N-SAR  
For the Transition Period Ended: \_\_\_\_\_

Read Attached Instruction Sheet Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

\_\_\_\_\_  
If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: \_\_\_\_\_

\_\_\_\_\_  
Part I -- Registrant Information

\_\_\_\_\_  
Full Name of Registrant: Snap-on Incorporated  
Former Name if Applicable:  
Address of Principal Executive  
Office (Street and Number): 10801 Corporate Drive  
City, State and Zip Code: Kenosha, Wisconsin 53141-1430

\_\_\_\_\_  
Part II -- Rules 12b-25(b) and (c)

\_\_\_\_\_  
If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

☒ (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense.

☒ (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and

☐ (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

\_\_\_\_\_  
Part III -- Narrative

\_\_\_\_\_  
State below in reasonable detail the reasons why Form 10-K and Form 10-KSB, 20-F, 11-K, 10-Q and 10-QSB, N-SAR, or the transition report or portion thereof could not be filed within the prescribed period.

The Registrant's Quarterly Report on Form 10-Q for the period ended June 28, 1997 (the "Form 10-Q") could not be filed timely because on August 11, 1997 the Registrant received a letter from the Commission dated July 31, 1997 requiring that future filings reflect the comments of the Commission contained in such letter. The filing deadline for the Form 10-Q was the following day, August 12, 1997, and therefore the Registrant had insufficient time to respond to the Commission's comments, especially in light of the fact that the Registrant's Chief Financial Officer (and principal accounting officer) was out of town and unreachable on August 11 and 12, 1997.

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Part IV -- Other Information

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(1) Name and telephone number of person to contact in regard to this notification:

Donald S. Huml	(414) 656-5200
(Name)	(Area Code) (Telephone Number)

(2) Have all other periodic reports required under section 13 or 15(d) of the Securities Exchange Act of 1934 or section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

[X] Yes [ ] No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

[ ] Yes [X] No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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SNAP-ON INCORPORATED  
(Name of Registrant as specified in charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: August 13, 1997

By: /s/ Donald S. Huml  
Donald S. Huml  
Chief Financial Officer